

Application No.: 10/615,809

Attorney Docket No. A-817 (US)

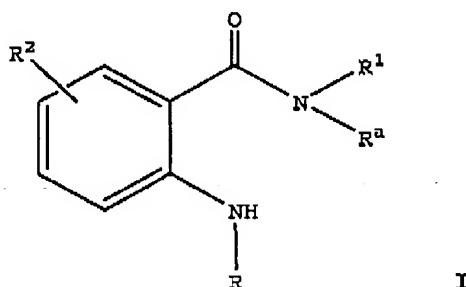
**AMENDMENTS TO THE CLAIMS**

This listing of claims replaces all previous listings

WHAT IS CLAIMED IS:

RECEIVED  
CENTRAL FAX CENTER  
AUG 22 2006

1. (Currently Amended) A compound of Formula I



wherein R is selected from

- a) ~~unsubstituted or substituted 9 or 10 membered fused heterocyclyl,~~

~~wherein R is substituted with one or more substituents selected from halo, amino, hydroxy, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>1-6</sub> alkoxy, optionally substituted heterocyclylalkoxy, C<sub>1-6</sub> alkylamino-C<sub>2-4</sub> alkynyl, C<sub>1-6</sub> alkylamino-C<sub>1-6</sub> alkoxy, C<sub>1-6</sub> alkylamino-C<sub>1-6</sub> alkoxy-C<sub>1-6</sub> alkoxy, and optionally substituted heterocyclyl-C<sub>2-4</sub> alkynyl, and~~

- b) ~~-(CH<sub>2</sub>)<sub>1-6</sub>-R<sup>3</sup>;~~

wherein R<sup>3</sup> is selected from unsubstituted or substituted

- a) ~~5-6 membered saturated or partially saturated heterocyclyl,~~  
 b) ~~9-10 membered bicyclic and 13-14 membered tricyclic saturated or partially saturated heterocyclyl, and~~  
 c) ~~phenyl;~~

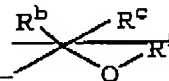
~~wherein substituted R<sup>3</sup> is heterocyclyl substituted with one or more substituents selected from halo, C<sub>1-6</sub> alkyl, optionally substituted C<sub>2-6</sub> cycloalkyl, optionally substituted phenyl, optionally substituted phenyl-C<sub>1-6</sub> alkylenyl, C<sub>1-6</sub> haloalkoxy,~~



Application No.: 10/615,809

Attorney Docket No. A-817 (US)

~~heterocyclyl C<sub>2</sub>-C<sub>4</sub>-alkenyl, optionally substituted 4-6 membered~~  
~~heterocyclyl, optionally substituted 4-6 membered~~  
~~heterocyclyloxy, optionally substituted 4-6 membered~~  
~~heterocyclyl C<sub>1</sub>-alkoxy, optionally substituted 4-6 membered~~  
~~heterocyclylsulfonyl, optionally substituted 4-6 membered~~  
~~heterocyclylamino, optionally substituted 4-6 membered~~  
~~heterocyclylcarbonyl, optionally substituted 4-6 membered~~  
~~heterocyclyl C<sub>1</sub>-alkylcarbonyl, C<sub>2</sub>-haloalkyl, C<sub>2</sub>-aminoalkyl,~~  
~~nitro, amino, hydroxy, cyano, aminosulfonyl, C<sub>1</sub>-~~  
~~alkylsulfonyl, halosulfonyl, C<sub>1</sub>-alkylcarbonyl, C<sub>1</sub>-~~  
~~alkylamino C<sub>1</sub>-alkyl, C<sub>1</sub>-alkylamino C<sub>1</sub>-alkoxy, C<sub>1</sub>-~~  
~~alkylamino C<sub>1</sub>-alkoxy C<sub>1</sub>-alkoxy, C<sub>1</sub>-alkoxycarbonyl, C<sub>1</sub>-~~  
~~alkoxycarbonylamino C<sub>1</sub>-alkyl, C<sub>1</sub>-hydroxyalkyl,~~  
~~and C<sub>1</sub>-alkoxy,~~



selected from 1,2-dihydroquinolyl, 1,2,3,4-tetrahydroisquinolyl, 2,3-  
dihydro-1H-indolyl, tetrahydroquinolinyl, and 1,4-benzodioxanyl;  
wherein R<sup>1</sup> is unsubstituted or substituted with one or more  
substituents selected from bromo, chloro, fluoro, iodo, nitro, amino,  
cyano, aminoethyl, Boc-aminoethyl, hydroxy, oxo, aminosulfonyl, 4-  
methylpiperazinylsulfonyl, cyclohexyl, phenyl, phenylmethyl,  
morpholinylmethyl, 1-methylpiperazin-4-ylmethyl, 1-methylpiperazin-4-  
ylpropyl, morpholinylpropyl, piperidin-1-ylmethyl, 1-methylpiperidin-  
4-ylmethyl, 2-methyl-2-(1-methylpiperidin-4-yl)ethyl,  
morpholinylethyl, 1-(4-morpholinyl)-2,2-dimethylpropyl, piperidin-4-  
ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-1-ylethyl, 1-Boc-  
piperidin-4-ylethyl, piperidin-4-ylmethyl, 1-Boc-piperidin-4-ylmethyl,  
piperidin-4-ylpropyl, 1-Boc-piperidin-4-ylpropyl, piperidin-1-  
ylpropyl, pyrrolidin-1-ylpropyl, pyrrolidin-2-ylpropyl, 1-Boc-  
pyrrolidin-2-ylpropyl, pyrrolidin-1-ylmethyl, pyrrolidin-2-ylmethyl,  
1-Boc-pyrrolidin-2-ylmethyl, pyrrolidinylpropenyl,  
pyrrolidinylbutenyl, fluorosulfonyl, methylsulfonyl, methylcarbonyl,  
Boc, piperidin-1-ylmethylcarbonyl, 4-methylpiperazin-1-

Application No.: 10/615,809

Attorney Docket No. A-817 (US)

ylcarbonylethyl, methoxycarbonyl, aminomethylcarbonyl, dimethylaminomethylcarbonyl, 3-ethoxycarbonyl-2-methyl-fur-5-yl, 4-methylpiperazin-1-yl, 4-methyl-1-piperidyl, 1-Boc-4-piperidyl, piperidin-4-yl, 1-methylpiperidin-4-yl, 1-methyl-(1,2,3,6-tetrahydropyridyl), imidazolyl, morpholinyl, 4-trifluoromethyl-1-piperidinyl, hydroxybutyl, methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl, trifluoromethyl, pentafluoroethyl, nonafluorobutyl, dimethylaminopropyl, 1,1-di(trifluoromethyl)-1-hydroxymethyl, 1,1-di(trifluoromethyl)-1-(piperidinylethoxy)methyl, 1,1-di(trifluoromethyl)-1-(methoxyethoxyethoxy)methyl, 1-hydroxyethyl, 2-hydroxyethyl, trifluoromethoxy, 1-aminoethyl, 2-aminoethyl, 1-(N-isopropylamino)ethyl, 2-(N-isopropylamino)ethyl, dimethylaminoethoxy, 4-chlorophenoxy, phenoxy, azetidin-3-ylmethoxy, 1-Boc-azetidin-3-ylmethoxy, pyrrol-2-ylmethoxy, 1-Boc-pyrrol-2-ylmethoxy, pyrrol-1-ylmethoxy, 1-methyl-pyrrol-2-ylmethoxy, 1-isopropyl-pyrrol-2-ylmethoxy, 1-Boc-piperdin-4-ylmethoxy, piperdin-4-ylmethoxy, 1-methylpiperdin-4-yloxy, isopropoxy, methoxy and ethoxy; and pharmaceutically acceptable derivatives thereof

;

wherein R<sup>2</sup> is one or more substituents independently selected from

H,  
halo,  
hydroxy,  
amino,  
C<sub>1-6</sub>-alkyl,  
C<sub>1-6</sub>-haloalkyl,  
C<sub>1-6</sub>-alkoxy,  
C<sub>1-2</sub>-alkylamino,  
aminosulfonyl,  
C<sub>2-6</sub>-cycloalkyl,  
cyano,  
C<sub>1-2</sub>-hydroxyalkyl,  
nitro,  
C<sub>2-3</sub>-alkenyl,  
C<sub>2-3</sub>-alkynyl,

Application No.: 10/615,809

Attorney Docket No. A-817 (US)

C<sub>1-6</sub>-haloalkoxy,  
C<sub>1-6</sub>-carboxyalkyl,  
4-6-membered heterocyclyl-C<sub>1-6</sub>-alkylamino,  
unsubstituted or substituted phenyl and  
unsubstituted or substituted 4-6 membered heterocyclyl;

wherein R<sup>3</sup> is ~~independently selected from substituted or unsubstituted aryl, substituted or unsubstituted 5-6 membered heterocyclyl, and substituted or unsubstituted fused 9, 10 or 11 membered heterocyclyl~~; wherein substituted R<sup>3</sup> is substituted with one or more substituents independently selected from halo, -OR<sup>d</sup>, -SR<sup>d</sup>, -SO<sub>2</sub>R<sup>d</sup>, -CO<sub>2</sub>R<sup>d</sup>, -CONR<sup>d</sup>R<sup>d</sup>, -COR<sup>d</sup>, -NR<sup>d</sup>R<sup>d</sup>, -SO<sub>2</sub>NR<sup>d</sup>R<sup>d</sup>, -NR<sup>d</sup>C(O)OR<sup>d</sup>, -NR<sup>d</sup>C(O)R<sup>d</sup>, cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, lower alkyl substituted with R<sup>2</sup>, cyano, nitro, lower alkenyl and lower alkynyl;

wherein R<sup>4</sup> is independently selected from H, lower alkyl, optionally substituted phenyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted C<sub>3</sub>-C<sub>6</sub> cycloalkyl, phenyl-C<sub>1-6</sub>-alkyl, optionally substituted 4-6 membered heterocyclyl-C<sub>1-6</sub>-alkyl, and lower haloalkyl;

wherein R<sup>5</sup> is selected from H, C<sub>1-3</sub>-alkyl, optionally substituted phenyl, optionally substituted phenyl-C<sub>1-3</sub>-alkyl, 4-6 membered heterocyclyl, optionally substituted 4-6 membered heterocyclyl-C<sub>1-3</sub>-alkyl, C<sub>1-3</sub>-alkoxy-C<sub>1-2</sub>-alkyl and C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkyl;

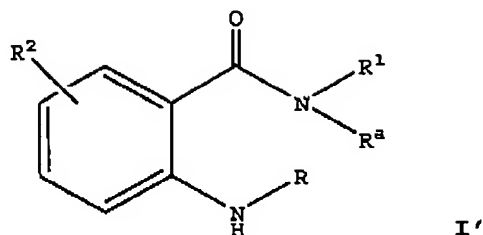
wherein R<sup>a</sup> is selected from H and C<sub>1-3</sub>-alkyl; and

wherein R<sup>b</sup> and R<sup>c</sup> are independently selected from H and C<sub>1-2</sub>-haloalkyl; and pharmaceutically acceptable derivatives thereof.

2. (Currently Amended) A compound of Formula I'

Application No.: 10/615,809

Attorney Docket No. A-817 (US)



wherein R is selected from

- a) ~~unsubstituted 9- or 10-membered fused heterocyclyl and 9- or 10-membered fused heterocyclyl substituted with one or more substituents selected from halo, amino, hydroxy, C<sub>1-6</sub>-alkyl, C<sub>1-6</sub>-haloalkyl, C<sub>1-6</sub>-alkoxy, optionally substituted heterocyclylalkoxy, C<sub>1-6</sub>-alkylamino-C<sub>2-4</sub>-alkynyl, C<sub>1-6</sub>-alkylamino-C<sub>1-6</sub>-alkoxy, C<sub>1-6</sub>-alkylamino-C<sub>1-6</sub>-alkoxy-C<sub>1-6</sub>-alkoxy, and optionally substituted heterocyclyl-C<sub>2-4</sub>-alkynyl,~~
- b) ~~-(CH<sub>2</sub>)<sub>1-2</sub>-R<sup>3</sup>, and~~
- c) ~~(CHCH<sub>2</sub>)<sub>2</sub>-R<sup>3</sup>,~~

wherein R<sup>1</sup> is selected from ~~unsubstituted or substituted~~

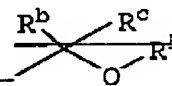
- a) ~~5-6 membered saturated or partially saturated heterocyclyl,~~
- b) ~~9-10 membered bicyclic and 11-14 membered tricyclic saturated or partially saturated heterocyclyl, and~~
- c) ~~phenyl;~~

~~wherein substituted R<sup>1</sup> is heterocyclyl substituted with one or more substituents selected from halo, C<sub>1-6</sub>-alkyl, optionally substituted C<sub>3-6</sub>-cycloalkyl, optionally substituted phenyl, optionally substituted phenyl-C<sub>1-6</sub>-alkylenyl, C<sub>1-3</sub>-haloalkoxy, optionally substituted phenyloxy, optionally substituted 4-6 membered heterocyclyl-C<sub>1-6</sub>-alkyl, optionally substituted 4-6 membered heterocyclyl-C<sub>2-6</sub>-alkenyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted 4-6 membered heterocyclyloxy, optionally substituted 4-6 membered heterocyclyl-C<sub>1-4</sub>-alkoxy, optionally substituted 4-6 membered heterocyclylsulfonyl, optionally substituted 4-6 membered heterocyclylamino, optionally substituted 4-6 membered heterocyclylcarbonyl, optionally substituted 4-6 membered~~

Application No.: 10/615,809

Attorney Docket No. A-817 (US)

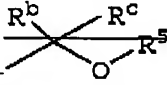
~~heterocyclyl C<sub>1-4</sub>-alkylcarbonyl, C<sub>1-3</sub>-haloalkyl, C<sub>1-4</sub>-aminoalkyl, nitro, amino, hydroxy, cyano, aminosulfonyl, C<sub>1-3</sub>-alkylsulfonyl, halosulfonyl, C<sub>1-4</sub>-alkylcarbonyl, C<sub>1-3</sub>-alkylamino C<sub>1-3</sub>-alkyl, C<sub>1-3</sub>-alkylamino C<sub>1-3</sub>-alkoxy, C<sub>1-3</sub>-alkylamino C<sub>1-3</sub>-alkoxy C<sub>1-3</sub>-alkoxy, C<sub>1-4</sub>-alkoxycarbonyl, C<sub>1-4</sub>-alkoxycarbonylamino C<sub>1-4</sub>-alkyl, C<sub>1-4</sub>-hydroxyalkyl, and C<sub>1-4</sub>-alkoxy,~~



wherein substituted R<sup>z</sup> is phenyl substituted with a substituent selected from optionally substituted 4-6 membered heterocyclyl C<sub>1-6</sub>-alkyl, optionally substituted 4-6 membered heterocyclyl C<sub>1-6</sub>-alkenyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted 4-6 membered heterocyclyloxy, optionally substituted 4-6 membered heterocyclyl C<sub>1-6</sub>-alkoxy, optionally substituted 4-6 membered heterocyclylsulfonyl, optionally substituted 4-6 membered heterocyclylamino, optionally substituted 4-6 membered heterocyclylcarbonyl, halo, C<sub>1-6</sub>-alkyl and optionally substituted 4-6 membered heterocyclyl C<sub>1-6</sub>-alkylcarbonyl, and the phenyl ring is optionally further substituted with one or more substituents selected from halo, C<sub>1-6</sub>-alkyl, optionally substituted C<sub>2-6</sub>-cycloalkyl, optionally substituted phenyl, optionally substituted phenyl C<sub>1-6</sub>-alkylenyl, C<sub>1-3</sub>-haloalkoxy, optionally substituted phenyloxy, optionally substituted 4-6 membered heterocyclyl C<sub>1-6</sub>-alkyl, optionally substituted 4-6 membered heterocyclyl C<sub>2-6</sub>-alkenyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted 4-6 membered heterocyclyloxy, optionally substituted 4-6 membered heterocyclyl C<sub>1-6</sub>-alkoxy, optionally substituted 4-6 membered heterocyclylsulfonyl, optionally substituted 4-6 membered heterocyclylamino, optionally substituted 4-6 membered heterocyclylcarbonyl, optionally substituted 4-6 membered heterocyclyl C<sub>1-6</sub>-alkylcarbonyl, C<sub>1-3</sub>-haloalkyl, C<sub>1-4</sub>-aminoalkyl, nitro, amino,

Application No.: 10/615,809

Attorney Docket No. A-817 (US)

hydroxy, cyano, aminosulfonyl, C<sub>1-4</sub>-alkylsulfonyl,  
 halessulfonyl, C<sub>1-4</sub>-alkylcarbonyl, C<sub>1-3</sub>-alkylamino C<sub>1-3</sub>-alkyl,  
 C<sub>1-3</sub>-alkylamino C<sub>1-3</sub>-alkoxy, C<sub>1-3</sub>-alkylamino C<sub>1-3</sub>-alkoxy C<sub>1-3</sub>-  
 alkoxy, C<sub>1-4</sub>-alkoxy carbonyl, C<sub>1-3</sub>-alkoxy carbonylamino C<sub>1-4</sub>-  
 alkyl, C<sub>1-4</sub>-hydroxyalkyl,  and C<sub>1-4</sub>-alkoxy,

wherein R<sup>2</sup> is one or more substituents independently selected from H,  
 halo, hydroxy, amino, C<sub>1-6</sub>-alkyl, C<sub>1-6</sub>-haloalkyl, C<sub>1-5</sub>-alkoxy, C<sub>1-2</sub>-  
 alkylamino, aminosulfonyl, C<sub>3-6</sub>-cycloalkyl, cyano, C<sub>1-3</sub>-hydroxyalkyl,  
 nitro, C<sub>2-3</sub>-alkenyl, C<sub>2-4</sub>-alkynyl, C<sub>1-6</sub>-haloalkoxy, C<sub>1-6</sub>-carboxyalkyl,  
 4-6 membered heterocyclyl C<sub>1-6</sub>-alkylamino, unsubstituted or  
 substituted phenyl and unsubstituted or substituted 4-6 membered  
 heterocyclyl

selected from 1,2-dihydroquinolyl, 1,2,3,4-tetrahydroisoquinolyl, 2,3-  
dihydro-1H-indolyl, tetrahydroquinolinyl, and 1,4-benzodioxanyl;

wherein R<sup>1</sup> is unsubstituted or substituted with one or more  
substituents selected from bromo, chloro, fluoro, iodo, nitro, amino,  
cyano, aminoethyl, Boc-aminoethyl, hydroxy, oxo, aminosulfonyl, 4-  
methylpiperazinylsulfonyl, cyclohexyl, phenyl, phenylmethyl,  
morpholinylmethyl, 1-methylpiperazin-4-ylmethyl, 1-methylpiperazin-4-  
ylpropyl, morpholinylpropyl, piperidin-1-ylmethyl, 1-methylpiperidin-  
4-ylmethyl, 2-methyl-2-(1-methylpiperidin-4-yl)ethyl,  
morpholinylethyl, 1-(4-morpholinyl)-2,2-dimethylpropyl, piperidin-4-  
ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-1-ylethyl, 1-Boc-  
piperidin-4-ylethyl, piperidin-4-ylmethyl, 1-Boc-piperidin-4-ylmethyl,  
piperidin-4-ylpropyl, 1-Boc-piperidin-4-ylpropyl, piperidin-1-  
ylpropyl, pyrrolidin-1-ylpropyl, pyrrolidin-2-ylpropyl, 1-Boc-  
pyrrolidin-2-ylpropyl, pyrrolidin-1-ylmethyl, pyrrolidin-2-ylmethyl,  
1-Boc-pyrrolidin-2-ylmethyl, pyrrolidinylpropenyl,  
pyrrolidinylbutenyl, fluorosulfonyl, methylsulfonyl, methylcarbonyl,  
Boc, piperidin-1-ylmethylcarbonyl, 4-methylpiperazin-1-  
ylcarbonylethyl, methoxycarbonyl, aminomethylcarbonyl,  
dimethylaminomethylcarbonyl, 3-ethoxycarbonyl-2-methyl-fur-5-yl, 4-  
methylpiperazin-1-yl, 4-methyl-1-piperidyl, 1-Boc-4-piperidyl,

Application No.: 10/615,809

Attorney Docket No. A-817 (US)

piperidin-4-yl, 1-methylpiperidin-4-yl, 1-methyl-(1,2,3,6-tetrahydropyridyl), imidazolyl, morpholinyl, 4-trifluoromethyl-1-piperidinyl, hydroxybutyl, methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl, trifluoromethyl, pentafluoroethyl, nonafluorobutyl, dimethylaminopropyl, 1,1-di(trifluoromethyl)-1-hydroxymethyl, 1,1-di(trifluoromethyl)-1-(piperidinylethoxy)methyl, 1,1-di(trifluoromethyl)-1-(methoxyethoxyethoxy)methyl, 1-hydroxyethyl, 2-hydroxyethyl, trifluoromethoxy, 1-aminoethyl, 2-aminoethyl, 1-(N-isopropylamino)ethyl, 2-(N-isopropylamino)ethyl, dimethylaminoethoxy, 4-chlorophenoxy, phenyloxy, azetidin-3-ylmethoxy, 1-Boc-azetidin-3-ylmethoxy, pyrrol-2-ylmethoxy, 1-Boc-pyrrol-2-ylmethoxy, pyrrol-1-ylmethoxy, 1-methyl-pyrrol-2-ylmethoxy, 1-isopropyl-pyrrol-2-ylmethoxy, 1-Boc-piperidin-4-ylmethoxy, piperidin-4-ylmethoxy, 1-methylpiperidin-4-yloxy, isopropoxy, methoxy and ethoxy; and pharmaceutically acceptable derivatives thereof.

wherein R<sup>2</sup> is one or more substituents independently selected from

H,  
halo,  
hydroxy,  
amino,  
C<sub>1-6</sub>-alkyl,  
C<sub>1-6</sub>-haloalkyl,  
C<sub>1-6</sub>-alkoxy,  
C<sub>1-2</sub>-alkylamino,  
aminosulfonyl,  
C<sub>3-6</sub>-cycloalkyl,  
cyano,  
C<sub>1-2</sub>-hydroxyalkyl,  
nitro,  
C<sub>2-3</sub>-alkenyl,  
C<sub>2-3</sub>-alkynyl,  
C<sub>1-6</sub>-haloalkoxy,  
C<sub>1-6</sub>-carboxyalkyl,  
4-6-membered heterocyclyl-C<sub>1-6</sub>-alkylamino,

Application No.: 10/615,809

Attorney Docket No. A-817 (US)

unsubstituted or substituted phenyl and  
unsubstituted or substituted 4-6 membered heterocyclyl;

wherein R<sup>3</sup> is ~~independently selected from substituted or unsubstituted aryl, substituted or unsubstituted 5-6 membered heterocyclyl, and substituted or unsubstituted fused 9, 10 or 11 membered heterocyclyl~~; wherein substituted R<sup>3</sup> is substituted with one or more substituents independently selected from halo, -OR<sup>4</sup>, -SR<sup>4</sup>, -SO<sub>2</sub>R<sup>4</sup>, -CO<sub>2</sub>R<sup>4</sup>, -CONR<sup>4</sup>R<sup>4</sup>, -COR<sup>4</sup>, -NR<sup>4</sup>R<sup>4</sup>, -SO<sub>2</sub>NR<sup>4</sup>R<sup>4</sup>, -NR<sup>4</sup>C(O)OR<sup>4</sup>, -NR<sup>4</sup>C(O)R<sup>4</sup>, cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, lower alkyl substituted with R<sup>6</sup>, cyano, nitro, lower alkenyl and lower alkynyl;

wherein R<sup>4</sup> is independently selected from H, lower alkyl, optionally substituted phenyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted C<sub>1</sub>-C<sub>6</sub> cycloalkyl, phenyl-C<sub>1-6</sub>-alkyl, optionally substituted 4-6 membered heterocyclyl-C<sub>1-6</sub>-alkyl, and lower haloalkyl;

wherein R<sup>5</sup> is selected from H, C<sub>1-3</sub>-alkyl, optionally substituted phenyl, optionally substituted phenyl-C<sub>1-3</sub>-alkyl, 4-6 membered heterocyclyl, optionally substituted 4-6 membered heterocyclyl-C<sub>1</sub>-C<sub>3</sub>-alkyl, C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkyl and C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkyl;

wherein R<sup>6</sup> is selected from H, halo, hydroxy, amino, C<sub>1-6</sub>-alkoxy, C<sub>1-2</sub>-alkylamino, aminosulfonyl, C<sub>1-6</sub>-cycloalkyl, cyano, nitro, C<sub>1-6</sub>-haloalkoxy, carboxy, 4-6-membered heterocyclyl-C<sub>1-6</sub>-alkylamino, unsubstituted or substituted phenyl and unsubstituted or substituted 4-6 membered heterocyclyl;

wherein R<sup>a</sup> is selected from H and C<sub>1-2</sub>-alkyl; and

wherein R<sup>b</sup> and R<sup>c</sup> are independently selected from H and C<sub>1-2</sub>-haloalkyl;  
and pharmaceutically acceptable derivatives thereof;

provided R<sup>3</sup> is not ~~aryl or heteroaryl~~ when R<sup>1</sup> is unsubstituted phenyl or phenyl substituted with halo, or C<sub>1-6</sub>-alkyl and when R<sup>2</sup> is H.

3. (Original) Compound of Claim 2 wherein R<sup>1</sup> is selected from unsubstituted or substituted 9-10 membered bicyclic saturated or

Application No.: 10/615,809

Attorney Docket No. A-817 (US)

partially saturated heterocyclyl; and wherein R<sup>a</sup> is H; and pharmaceutically acceptable derivatives thereof.

4. (Cancelled Herein) Compound of Claim 3 wherein R<sup>2</sup> is selected from ~~1,2-dihydroquinolyl, 1,2,3,4-tetrahydroquinolyl, 1,2,3,4-tetrahydroisoquinolyl, 2,3-dihydro-1H-indolyl, tetrahydroquinolinyl, and 1,4-benzodioxanyl; wherein R<sup>2</sup> is unsubstituted or substituted with one or more substituents selected from bromo, chloro, fluoro, iodo, nitro, amino, cyano, aminoethyl, Boc-aminoethyl, hydroxy, exo, aminesulfonyl, 4-methylpiperazinylsulfonyl, cyclohexyl, phenyl, phenylmethyl, morpholinylmethyl, 1-methylpiperazin-4-ylmethyl, 1-methylpiperazin-4-ylpropyl, morpholinylpropyl, piperidin-1-ylmethyl, 1-methylpiperidin-4-ylmethyl, 2-methyl-2-(1-methylpiperidin-4-yl)ethyl, morpholinylethyl, 1-(4-morpholinyl)-2,2-dimethylpropyl, piperidin-4-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-1-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-4-ylmethyl, 1-Boc-piperidin-4-ylmethyl, piperidin-4-ylpropyl, 1-Boc-piperidin-4-ylpropyl, piperidin-1-ylpropyl, pyrrolidin-1-ylpropyl, pyrrolidin-2-ylpropyl, 1-Boc-pyrrolidin-2-ylpropyl, pyrrolidin-1-ylmethyl, pyrrolidin-2-ylmethyl, 1-Boc-pyrrolidin-2-ylmethyl, pyrrolidinylpropenyl, pyrrolidinylbutenyl, fluorenesulfonyl, methylsulfonyl, methylcarbonyl, Boc, piperidin-1-ylmethylcarbonyl, 4-methylpiperazin-1-ylcarbonyloethyl, methoxycarbonyl, aminomethylcarbonyl, dimethylaminomethylcarbonyl, 3-ethoxycarbonyl-2-methyl-fur-5-yl, 4-methylpiperazin-1-yl, 4-methyl-1-piperidyl, 1-Boc-4-piperidyl, piperidin-4-yl, 1-methylpiperidin-4-yl, 1-methyl-(1,2,3,6-tetrahydropyridyl), imidazolyl, morpholinyl, 4-trifluoromethyl-1-piperidinyl, hydroxybutyl, methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl, trifluoromethyl, pentafluoroethyl, nonafluorobutyl, dimethylaminopropyl, 1,1-di(trifluoromethyl)-1-hydroxymethyl, 1,1-di(trifluoromethyl)-1-(piperidinylethoxy)methyl, 1,1-di(trifluoromethyl)-1-(methoxyethoxyethoxy)methyl, 1-hydroxyethyl, 2-hydroxyethyl, trifluoromethoxy, 1-aminoethyl, 2-aminoethyl, 1-(N-isopropylamino)ethyl, 2-(N-isopropylamino)ethyl, dimethylaminoethoxy, 4-chlorophenoxy, phenyloxy, azetidin-3-ylmethoxy, 1-Boc-azetidin-3-~~

Application No.: 10/615,809

Attorney Docket No. A-817 (US)

~~ylmethoxy, pyrrol-2-ylmethoxy, 1-Boc-pyrrol-2-ylmethoxy, pyrrol-1-ylmethoxy, 1-methyl-pyrrol-2-ylmethoxy, 1-isopropyl-pyrrol-2-ylmethoxy, 1-Boc-piperidin-4-ylmethoxy, piperidin-4-ylmethoxy, 1-methyl-piperidin-4-yloxy, isopropoxy, methoxy and ethoxy, and pharmaceutically acceptable derivatives thereof.~~

5. (Currently Amended) Compound of Claim 4 3 wherein R<sup>1</sup> is selected from 4,4-dimethyl-2-oxo-1,2,3,4-tetrahydroquinol-7-yl, 4,4-dimethyl-1,2,3,4-tetrahydro-isoquinol-7-yl, 2-acetyl-4,4-dimethyl-1,2,3,4-tetrahydro-isoquinol-7-yl, 2,3-dihydro-1H-indolyl, 3,3-dimethyl-2,3-dihydro-1H-indol-6-yl, 1-ethyl-3,3-dimethyl-2,3-dihydro-1H-indol-6-yl, and 1-acetyl-3,3-dimethyl-2,3-dihydro-1H-indol-6-yl; and pharmaceutically acceptable derivatives thereof.

6. (Original) Compound of Claim 5 wherein R<sup>1</sup> is 3,3-dimethyl-2,3-dihydro-1H-indol-6-yl; and pharmaceutically acceptable derivatives thereof.

7. (Original) Compound of Claim 5 wherein R<sup>1</sup> is 4,4-dimethyl-1,2,3,4-tetrahydro-isoquinol-7-yl; and pharmaceutically acceptable derivatives thereof.

8. (Cancelled Herein) ~~Compound of Claim 2 wherein R<sup>1</sup> is selected from phenyl substituted with a substituent selected from optionally substituted 4-6 membered heterocyclyl C<sub>1</sub>-C<sub>4</sub>-alkyl, optionally substituted 4-6 membered heterocyclyl C<sub>1</sub>-C<sub>4</sub>-alkenyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted 4-6 membered heterocyclyloxy, optionally substituted 4-6 membered heterocyclyl C<sub>1</sub>-C<sub>4</sub>-alkoxy, optionally substituted 4-6 membered heterocyclylsulfonyl, optionally substituted 4-6 membered heterocyclylamino, optionally substituted 4-6 membered heterocyclylcarbonyl, chloro, C<sub>1</sub>-C<sub>4</sub>-alkyl and optionally substituted 4-6 membered heterocyclyl C<sub>1</sub>-C<sub>4</sub>-alkylcarbonyl, and wherein R<sup>2</sup> is H, and pharmaceutically acceptable derivatives thereof, provided R<sup>2</sup> is not~~

Application No.: 10/615,809

Attorney Docket No. A-817 (US)

~~aryl or heteroaryl when R<sup>1</sup> is phenyl substituted with chloro or alkyl and when R<sup>2</sup> is H.~~

9. (Currently Amended) Compound of Claim 2 wherein R<sup>1</sup> is selected from 4-chlorophenyl, 4-tert-butylphenyl, and 4-[1-methyl-1-(1-methyl-piperidin-4-yl)-ethyl]phenyl; and pharmaceutically acceptable derivatives thereof.

10. (Original) Compound of Claim 2 wherein R<sup>2</sup> is selected from H, chloro, fluoro, bromo, amino, hydroxy, methyl, ethyl, propyl, oxo, dimethylamino, aminosulfonyl, cyclopropyl, cyano, hydroxymethyl, nitro, propenyl, trifluoromethyl, methoxy, ethoxy, trifluoromethoxy, carboxymethyl, morpholinylethylamino, propynyl, unsubstituted or substituted phenyl and unsubstituted or substituted heteroaryl selected from thienyl, furanyl, pyridyl, imidazolyl, and pyrazolyl; and pharmaceutically acceptable derivatives thereof.

11. (Original) Compound of Claim 10 wherein R<sup>2</sup> is H; and pharmaceutically acceptable derivatives thereof.

~~12. (Cancelled Herein) Compound of Claim 2 wherein R is (CH<sub>2</sub>) R<sup>3</sup>, and wherein R<sup>3</sup> is selected from phenyl substituted with one or more substituents independently selected from halo, amino, C<sub>1-3</sub> alkoxy, hydroxyl, C<sub>1-3</sub> alkyl and C<sub>1-4</sub> haloalkyl, and pharmaceutically acceptable derivatives thereof.~~

~~13. (Cancelled Herein) Compound of Claim 2 wherein R is selected from unsubstituted or substituted 9- or 10-membered fused nitrogen-containing heterocyclyl, and pharmaceutically acceptable derivatives thereof.~~

~~14. (Cancelled Herein) Compound of Claim 13 wherein R is selected from optionally substituted indazolyl, quinolinyl, [1,7]naphthyridinyl,~~

Application No.: 10/615,809

Attorney Docket No. A-817 (US)

~~quinazolinyl and isoquinolinyl, and pharmaceutically acceptable derivatives thereof.~~

15. (Cancelled Herein) ~~Compound of Claim 14 wherein R is selected from [1,7]naphthyridin-2-yl, quinazolin-6-yl and 7-isoquinolinyl, and pharmaceutically acceptable derivatives thereof.~~

16. (Cancelled Herein) ~~Compound of Claim 2 wherein R is  $(CH_2)_1$ - $R^3$ , and wherein  $R^3$  is selected from substituted or unsubstituted 5-6 membered nitrogen containing heteroaryl, and substituted or unsubstituted fused 9, or 10 membered nitrogen containing heteroaryl, and pharmaceutically acceptable derivatives thereof.~~

17. (Currently Amended) Compound of Claim 2 wherein R is selected from (3-pyridyl)-(CH<sub>2</sub>)<sub>1</sub>-, (4-pyridyl)-(CH<sub>2</sub>)<sub>1</sub>-, (4-pyrimidinyl)-(CH<sub>2</sub>)<sub>1</sub>-, (5-pyrimidinyl)-(CH<sub>2</sub>)<sub>1</sub>-, (6-pyrimidinyl)-(CH<sub>2</sub>)<sub>1</sub>-, (4-pyridazinyl)-(CH<sub>2</sub>)<sub>1</sub>- and (6-pyridazinyl)-(CH<sub>2</sub>)<sub>1</sub>-; wherein R is unsubstituted or substituted with one or more substituents selected from chloro, fluoro, amino, methylamino, hydroxy, methyl, ethyl, propyl, trifluoromethyl, methoxy and ethoxy; and pharmaceutically acceptable derivatives thereof.

18. (Cancelled Herein) ~~Compound of Claim 16 wherein R is selected from 5-indazolyl-CH<sub>2</sub>-, 4-quinolinyl-CH<sub>2</sub>-, (1H-pyrrolo[2,3-b]pyridin-3-yl)-CH<sub>2</sub>-, 5-quinoxaliny-CH<sub>2</sub>-, 5-isoquinolinyl-CH<sub>2</sub>- and 4-quinazolinyl-CH<sub>2</sub>-, and pharmaceutically acceptable derivatives thereof.~~

19. (Currently Amended) Compound of Claim 2 wherein R is selected from (4-pyridyl)-(CH<sub>2</sub>)<sub>1</sub>-, (4-fluorophenyl)-(CH<sub>2</sub>)<sub>1</sub>-, (2-methylamino-4-pyrimidinyl)-(CH<sub>2</sub>)<sub>1</sub>-, (4-quinolinyl)-CH<sub>2</sub>-, 5-quinoxaliny-CH<sub>2</sub>-, (4-pyridazinyl)-(CH<sub>2</sub>)<sub>1</sub>-, (1H-pyrrolo[2,3-b]pyridin-3-yl)-CH<sub>2</sub>-, (2-methoxy-4-pyridyl)-(CH<sub>2</sub>)<sub>1</sub>-, (4-pyridazinyl)-(CH<sub>2</sub>)<sub>1</sub>-, and (2-amino-4-pyrimidinyl)-(CH<sub>2</sub>)<sub>1</sub>- ~~quinazolin-6-yl and 7-isoquinolinyl~~; and pharmaceutically acceptable derivatives thereof.

Application No.: 10/615,809

Attorney Docket No. A-817 (US)

20. (Withdrawn-Currently Amended) Compound of Claim 2 wherein R is ~~is~~ ~~(CHCH<sub>3</sub>)~~-R<sup>3</sup>, wherein R<sup>3</sup> is selected from unsubstituted or substituted 6-membered nitrogen-containing heteroaryl; and wherein substituted R<sup>3</sup> is substituted with one or more substituents independently selected from halo, amino, C<sub>1-3</sub>-alkoxy, hydroxyl, C<sub>1-3</sub>-alkyl and C<sub>1-2</sub>-haloalkyl; and pharmaceutically acceptable derivatives thereof.

21. (Withdrawn) Compound of Claim 20 wherein R is selected from (4-pyridyl)-(CHCH<sub>3</sub>)-, (4-pyrimidinyl)-(CHCH<sub>3</sub>)-, (5-pyrimidinyl)-(CHCH<sub>3</sub>)-, (6-pyrimidinyl)-(CHCH<sub>3</sub>)-, (4-pyridazinyl)-(CHCH<sub>3</sub>)- and (6-pyridazinyl)-(CHCH<sub>3</sub>)-; wherein R is unsubstituted or substituted with one or more substituents selected from chloro, fluoro, amino, hydroxy, methyl, ethyl, propyl, trifluoromethyl, methoxy and ethoxy; and pharmaceutically acceptable derivatives thereof.

22. (Withdrawn) Compound of Claim 21 wherein R is (2-methylamino-4-pyrimidinyl)-CHCH<sub>3</sub>- or (2-amino-4-pyrimidinyl)-CHCH<sub>3</sub>-; and pharmaceutically acceptable derivatives thereof.

23. (Original) Compound of Claim 2 wherein R<sup>5</sup> is selected from H, piperidinylethyl and methoxyethoxyethyl; wherein R<sup>a</sup> is H; and wherein R<sup>b</sup> and R<sup>c</sup> are independently selected from H and trifluoromethyl; and pharmaceutically acceptable derivatives thereof.

24. (Original) Compound of Claim 2 wherein R is (4-pyridyl)-CH<sub>2</sub>-; and pharmaceutically acceptable derivatives thereof.

25. (Cancelled Herein) ~~Compound of Claim 2 wherein R is (4-fluorophenyl)-CH<sub>2</sub>-; and pharmaceutically acceptable derivatives thereof.~~

26. (Cancelled Herein) ~~Compound of Claim 2 wherein R is (4-quinolyl)-CH<sub>2</sub>-; and pharmaceutically acceptable derivatives thereof.~~

Application No.: 10/615,809

Attorney Docket No. A-817 (US)

27. (Cancelled Herein) ~~Compound of Claim 2 wherein R is (1H-pyrrolo[2,3-b]pyridin-3-yl)-CH<sub>2</sub>-; and pharmaceutically acceptable derivatives thereof.~~

28. (Withdrawn) Compound of Claim 2 wherein R is (2-amino-pyrimidin-4-yl)-CHCH<sub>3</sub>- or (2-methylaminopyrimidin-4-yl)-CHCH<sub>3</sub>-; and pharmaceutically acceptable derivatives thereof.

29. (Original) Compound of Claim 2 wherein R<sup>2</sup> is H or fluoro; and pharmaceutically acceptable derivatives thereof.

30. (Currently Amended) Compound of Claim 2 and pharmaceutically acceptable salts thereof selected from

N-(3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2-[(pyridin-4-ylmethyl)-amino]-benzamide;

N-(1-acetyl-3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2-[(pyridin-4-ylmethyl)-amino]-benzamide;

~~N-(4,4-dimethyl-1,2,3,4-tetrahydro-quinolin-7-yl)-2-(quinazolin-6-ylamino)-benzamide;~~

N-(4,4-dimethyl-1,2,3,4-tetrahydro-isoquinolin-7-yl)-2-[(2-methylamino-pyrimidin-4-ylmethyl)-amino]-benzamide;

(R)-N-(4,4-dimethyl-1,2,3,4-tetrahydro-isoquinolin-7-yl)-2-[1-(2-methylamino-pyrimidin-4-yl)-ethylamino]-benzamide;

N-(1-Ethyl-3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2-[(pyridin-4-ylmethyl)-amino]-benzamide;

~~N-(3,3-Dimethyl-2,3-dihydro-1H-indol-6-yl)-2-[(quinolin-4-ylmethyl)-amino]-benzamide;~~

~~N-(4-tert-Butyl-phenyl)-3-(isoquinolin-7-ylamino)-benzamide;~~

N-(4,4-Dimethyl-1,2,3,4-tetrahydro-isoquinolin-7-yl)-2-[(2-methoxy-pyridin-4-ylmethyl)-amino]-benzamide;

N-{4-[1-Methyl-1-(1-methyl-piperidin-4-yl)-ethyl]-phenyl}-2-[(pyridin-4-ylmethyl)-amino]-benzamide;

~~N-(1-Acetyl-3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2-[(quinolin-4-ylmethyl)-amino]-benzamide;~~

Application No.: 10/615,809

Attorney Docket No. A-817 (US)

~~N-(3,3-Dimethyl-2,3-dihydro-1H-indol-6-yl)-2-[(1-oxy-pyridin-4-ylmethyl)-amino]-benzamide;~~  
~~N-(4,4-Dimethyl-1,2,3,4-tetrahydro-isoquinolin-7-yl)-2-fluoro-6-[(2-methoxy-pyridin-4-ylmethyl)-amino]-benzamide;~~  
~~N-(4,4-Dimethyl-1,2,3,4-tetrahydro-isoquinolin-7-yl)-3-fluoro-6-[(2-methoxy-pyridin-4-ylmethyl)-amino]-benzamide;~~  
~~N-(4,4-Dimethyl-1,2,3,4-tetrahydro-quinolin-7-yl)-2-[(1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-amino]-benzamide;~~  
~~N-(4,4-Dimethyl-1,2,3,4-tetrahydro-isoquinolin-7-yl)-2-[(pyridazin-4-ylmethyl)-amino]-benzamide;~~  
~~2-[1-(2-Amino-pyrimidin-4-yl)-ethylamino]-N-(4,4-dimethyl-1,2,3,4-tetrahydro-isoquinolin-7-yl)-benzamide;~~  
~~N-(4,4-Dimethyl-1,2,3,4-tetrahydro-isoquinolin-7-yl)-2-[1-(2-methylamino-pyrimidin-4-yl)-ethylamino]-benzamide;~~  
~~2-(4-Fluoro-benzylamino)-N-[4-[1-methyl-1-(1-methyl-piperidin-4-yl)-ethyl]-phenyl]-benzamide;~~  
~~N-[4-[1-Methyl-1-(1-methyl-piperidin-4-yl)-ethyl]-phenyl]-2-[(quinolin-4-ylmethyl)-amino]-benzamide;~~  
~~N-(4,4-Dimethyl-1,2,3,4-tetrahydro-isoquinolin-7-yl)-2-(4-fluoro-benzylamino)-benzamide;~~  
~~N-(4,4-Dimethyl-1,2,3,4-tetrahydro-isoquinolin-7-yl)-2-fluoro-2-(4-fluoro-benzylamino)-benzamide;~~  
~~N-(4,4-Dimethyl-1,2,3,4-tetrahydro-isoquinolin-7-yl)-3-fluoro-2-(4-fluoro-benzylamino)-benzamide;~~ and  
~~N-(4,4-Dimethyl-1,2,3,4-tetrahydro-isoquinolin-7-yl)-4-fluoro-6-[(2-methoxy-pyridin-4-ylmethyl)-amino]-benzamide;~~ and  
~~N-(4,4-Dimethyl-2-oxo-1,2,3,4-tetrahydro-quinolin-7-yl)-2-[(1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-amino]-benzamide.~~

31. (Withdrawn) Compound of Claim 2, and pharmaceutically acceptable salts thereof, comprising N-(3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2-[(pyridin-4-ylmethyl)-amino]-benzamide.

Application No.: 10/615,809

Attorney Docket No. A-817 (US)

32. (Original) Compound of Claim 2, and pharmaceutically acceptable salts thereof, comprising N-(1-acetyl-3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2-[(pyridin-4-ylmethyl)-amino]-benzamide.

33. (Cancelled Herein) ~~Compound of Claim 2, and pharmaceutically acceptable salts thereof, comprising N-(4,4-dimethyl-1,2,3,4-tetrahydro-quinolin-7-yl)-2-(quinazolin-6-ylamino)-benzamide.~~

34. (Original) Compound of Claim 2, and pharmaceutically acceptable salts thereof, comprising N-(4,4-dimethyl-1,2,3,4-tetrahydro-isoquinolin-7-yl)-2-[(2-methylamino-pyrimidin-4-ylmethyl)-amino]-benzamide.

35. (Withdrawn) Compound of Claim 2, and pharmaceutically acceptable salts thereof, comprising (R)-N-(4,4-dimethyl-1,2,3,4-tetrahydro-isoquinolin-7-yl)-2-[1-(2-methylamino-pyrimidin-4-yl)-ethylamino]-benzamide.

36. (Original) A pharmaceutical composition comprising a pharmaceutically-acceptable carrier and a compound of Claim 1.

37. (Withdrawn from Consideration) A method of treating cancer in a subject, said method comprising administering an effective amount of a compound of Claim 1.

38. (Withdrawn from Consideration) The method of Claim 37 comprising a combination with a compound selected from antibiotic-type agents, alkylating agents, antimetabolite agents, hormonal agents, immunological agents, interferon-type agents and miscellaneous agents.

39. (Withdrawn from Consideration) A method of treating angiogenesis in a subject, said method comprising administering an effective amount of a compound of Claim 1.

Application No.: 10/615,809

Attorney Docket No. A-817 (US)

40. (Withdrawn from Consideration) A method of treating VEGF receptor-related disorders in a mammal, said method comprising administering an effective amount of a compound of Claim 1.

41. (Withdrawn from Consideration) A method of treating proliferation-related disorders in a mammal, said method comprising administering an effective amount of a compound of Claim 1.

42. (Withdrawn from Consideration) The method of Claim 41 wherein the disorder is inflammation or an inflammation-related disorder.

43. (Withdrawn from Consideration) A method of reducing blood flow in a tumor in a subject, said method comprising administering an effective amount of a compound of Claim 1.

44. (Withdrawn from Consideration) A method of reducing tumor size in a subject, said method comprising administering an effective amount of a compound of Claim 1.

45. (Withdrawn from Consideration) A method of treating diabetic retinopathy in a subject, said method comprising administering an effective amount of a compound of Claim 1.

Respectfully submitted,

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